

SUMMARY OF THE ANNUAL MANAGEMENT INCENTIVE PLAN WITH EPS COMPONENT (AMIP EPS)

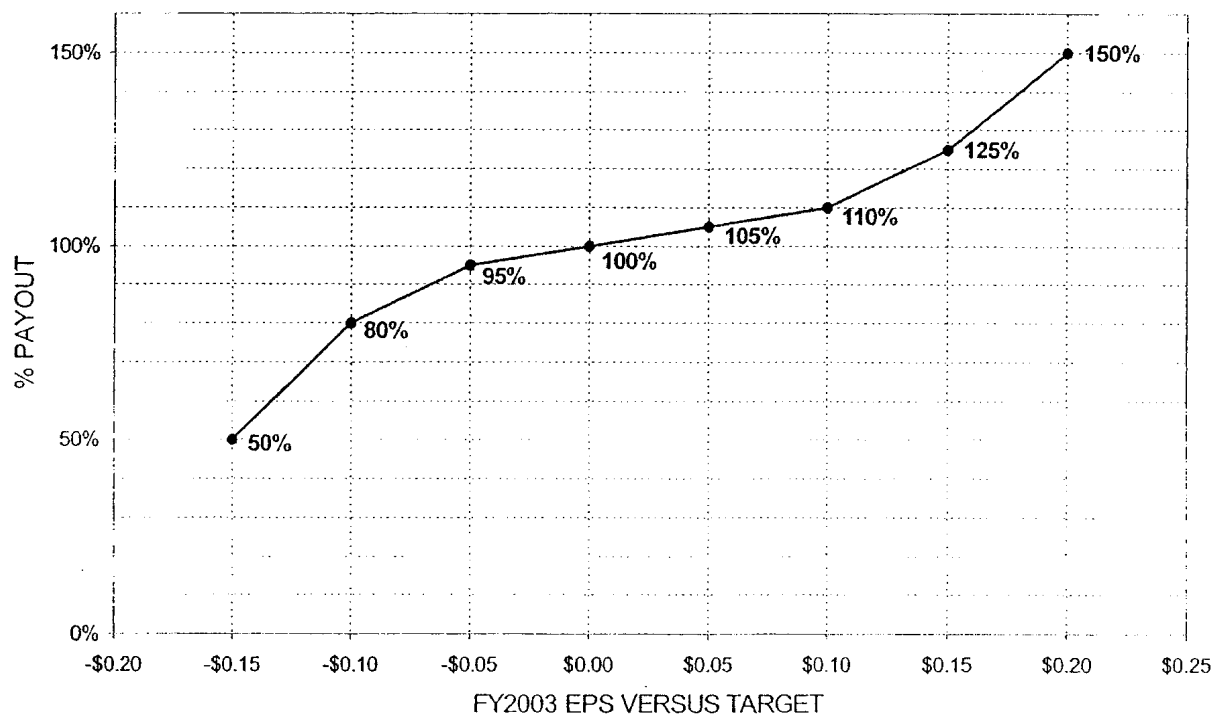
The AMIP EPS plan adds CSC Earnings Per Share (EPS) as a target measure because (1) it is an effective measure of total CSC performance and, (2) it is a primary measure used by the investment community. The EPS performance will be measured over a range, with an award payout opportunity for EPS from 50% to 150% if actual EPS falls within the range. Total bonus awards and payments are calculated as described in Section E.

AMIP EPS ELIGIBILITY

The Group President, Corporate-approved Vice Presidents, and other direct reports to the Group President participate in AMIP and will include a 20% EPS component.

AMIP EPS MEASUREMENT

- EPS will be used as a performance measure in the FY 2003 target bonus, at a weight of 20% of the total.
- The FY 2003 EPS performance will be measured over a range.
- Achievement of the mid-point of the range represents 100% of the EPS bonus (20% of total target bonus).
- Award will range from 50% to 150% of the EPS bonus based upon achievement of EPS within the range; award is zero if EPS falls below the range (see graph below).

EPS Achievement Payout Scale**NOTES**

Payout percentages will be interpolated between points on the chart.

For example, if CSC achieves a FY 2003 EPS that exceeds the midpoint of the EPS range by \$.03 (120%), a participant with a base salary of \$150,000 and 60% bonus would receive an award related to EPS of \$21,600 which is 14.4% (60% x 20% x 120%) of base salary.

FY2003 AMIP TARGET POTENTIAL BY SALARY GRADE

Salary Grade	Payout Potential		
	10%	15%	
S05	10%	15%	
S06	20%	25%	
S07	30%	35%	
S08	50%	60%	70%

FY2003 AMIP PAYOUT METHODOLOGY

	Direct Reports to the Group President (AMIP EPS)	ACCOUNT MANAGEMENT TEAM	OPERATIONS ORG PARTICIPATING IN AMIP
Corporate EPS (Earnings per Share)	20%	0%	0%
Financial Objectives	60%	60%	50%
<input type="checkbox"/> Chemical Group:	40%	40%	10%
▪ Revenue (25%)			
▪ Operating Income (25%)			
▪ Operating Margin (37.5%)			
▪ DSO (12.5%)			
<input type="checkbox"/> Functional Unit:	20%	20%	40%
▪ Functional Budget			
Non-Financial Objectives*	20%	40%	50%
AMIP objectives for FY2003 are defined and will be distributed to every employee eligible to participate in AMIP.			

***AMIP Non Financial Objectives are assigned a weight by your Management.**

Management reserves the right to adjust percent targets for individuals, depending on business need and ability to influence outcome.

NOTE: The weight assigned to financial and non-financial objectives may vary from one organization to the next. If you have a question about AMIP participation, please see your manager.

A weight will be assigned to each of the Business Objectives for all AMIP participants. The weight is based on the level of accountability and responsibility assigned for meeting financial and non-financial objectives for FY2003. This is designed to focus employees on those objectives where they can have the greatest impact.

Accordingly, the greater your ability to influence the outcome, within a particular objective category, the higher the weighted measure for that category. Management reserves the right to adjust percent targets for individuals, depending on business need and ability to influence outcome.

AMIP participants must work with their immediate management to develop specific individual non-financial objectives that support Group, Account and Functional Objectives. The AMIP participant and Manager must agree on the relative weight each individual non-financial objective carries for purposes of calculating AMIP payout at the end of the fiscal year.

5. RECOGNITION

Background

The CSC Chemical Group All-Star Recognition Process was launched in March 1998. The purpose, principles and other components are discussed below.

In May 2000, CSC Corporate Offices published a change to the Corporate HR policy, HRMP 216, "Recognition Awards". Simply, it states that CSC employees receiving a bonus as part of their cash compensation package are not eligible to receive any other cash awards. Many employees of the Chemical Group's DuPont Account are eligible for and participate in the DuPont Account Incentive Compensation program. As such, the revised policy states that those employees can no longer receive cash recognition awards. In addition, those employees who are AMIP eligible are not eligible for cash recognition awards.

Please continue to recognize your employees with awards that are non-cash (payroll checks are not available). Be creative. Gift certificates and gifts may be purchased and given to employees. Company store items, team lunches, and team events should also be considered as awards for recognition. Reimbursement is handled primarily through the check requisition process. It is suggested that the nominator of the award process the gift purchasing and related expense reimbursement – rather than the recognition coach.

More information on purchasing and expense reimbursement will be available through a revised All Star Recognition Database to be launched 1/1/2002.

Overview of the All Star Recognition Program

Recognition is the sincere acknowledgement, approval and expression of genuine appreciation for contributions and behaviors that support our business strategies and reflect our Cultural Disciplines. The general purpose of the Recognition Program is to encourage contributing behaviors, which are innovative, creative, and effective and that continually improve the quality of CSC's Chemical Group products and services. Recognition can be a result of a conscious thought and effort, or can be completely unplanned and spontaneous.

Purpose

The purpose of our Recognition Program is to:

- ◆ Encourage repeatable positive behaviors or accomplishments. This builds ownership, develops high performance and increases business results.
- ◆ Increase alignment of individual and business objectives by appreciating outstanding behavior and contributions. Employees who perceive that their efforts and contributions are fairly recognized perform better and remain with an organization longer.
- ◆ Accelerate positive cultural change within the organization by providing recognition that is consistent with our Cultural Disciplines. This, in turn, encourages individual and collective strengths, synergy and alignment improvement between individuals and business objectives.
- ◆ Obtain a return on investment from positive contributions and behaviors to our clients, stockholders, community, and employees, which contributes to the mission of the CSC Chemical Group.
- ◆ Provide metrics of the Recognition Program on what does and does not work by identifying areas needing improvements. The results allow us to build onto the strength of the Recognition Program; that is to build onto what we know we do well.
- ◆ Ensure that process owners manage the Recognition Program in a fair and consistent way that is aligned with our Recognition Principles

In A Way That

- ◆ Encourages behaviors and accomplishments desired by a high performance organization
- ◆ Supports the Mission, Strategies, and Cultural Disciplines
- ◆ Ensures equity in recognition
- ◆ Supports Retention Management Activity

Principles

In order to be successful, our recognition process must rest on a set of principles that the collective organization holds to be true. Living by our principles enables us to use recognition to guide us as we move towards becoming the kind of organization we envision. The following are principles that will provide the foundation of our Recognition Process:

Sincere and Visible Leadership Support

- ◆ Leadership supports the integration of recognition within the business community.
- ◆ Leadership sincerely and visibly enables and participates in the Recognition Program.

Consistency and Fairness

- ◆ The Recognition Team, along with others, will periodically review our progress to ensure fair, consistent application of the process. Metrics will be maintained to monitor consistency of and participation in recognition activities.

Appropriate Forms of Recognition

- ◆ Behaviors and contributions will be recognized in ways that reflect the kind and degree of contribution.
- ◆ Recognition will be delivered in a manner that is valued by the recipient.
- ◆ Recognition will encompass informal appreciation as well as formal programs.
- ◆ Recognition will be primarily non-cash (HRMP216) in nature.

Global

- ◆ The Recognition Program will be flexible to accommodate local and regional variations.

Valuing People

- ◆ Recognition will promote positive, professional self-esteem through the valuing of both team and individual contributions.

Timeliness

- ◆ Recognition should be immediate. Contributions will be acknowledged promptly.

Simplicity

- ◆ The Recognition Program will be easy to use.

Feedback

- ◆ The best vehicle for measuring success is to go directly to the source. We will conduct regular employee surveys to measure the impact that the recognition program is having on each employee. Additionally, we'll solicit the same feedback from managers who are recognizing their staff.

What Should Be Recognized?

- ◆ Safe practices.
- ◆ Continuous improvement of processes in support of CSC Strategies.
- ◆ Demonstration of our Cultural Disciplines.
- ◆ Contributions and positive actions by anyone and everyone.
- ◆ Responsible risk-taking. Successful risks are rewarding, yet unsuccessful risks can produce useful wisdom.

- ◆ Working as a committed team member, taking into consideration trust, understanding, respect and teambuilding.
- ◆ Honesty, individual diversity, support, caring, being responsible.
- ◆ Saying what you mean and doing what you say.
- ◆ Creativity and flexibility.
- ◆ Someone taking the initiative to capitalize on opportunities for the greatest contribution to meet the needs of our customers and businesses.
- ◆ Technical Excellence
- ◆ Customer focus and satisfaction

Key items to think about when making a nomination:

- ◆ What are you recognizing?
- ◆ Consistency with Cultural Disciplines and Business Strategies.
- ◆ Type and timing of recognition.
- ◆ Who should present the award?

How would you like to celebrate the recognition?

- ◆ Publicly, with your co-workers?
- ◆ Privately, between you and the recipient?

Recognition should be demonstrated in a way that is sincere and accurate. Make time for a celebration -- the way you give recognition means a lot to the recipient(s).

Award Categories

<i>Stardust:</i>	Personal Gratitude	non-monetary (Personal "Thank You")
<i>Twinkle Star:</i>	Esteemed Appreciation	up to a \$100 gift value
<i>Rising Star:</i>	Continuous Improvement	up to a \$250 gift value
<i>Shining Star:</i>	Outstanding Contribution	\$500 and over – gift value

Check with your recognition coach or manager for specific administration of awards for your business area.

Cash awards will no longer be processed as a result of the May 2000 change to corporate policy. If you have a special recognition need, please contact a member of your management team for alternative solutions – ie, performance appraisal rating and related increase, promotion, etc.

For full description of the Recognition Program, access Lotus Notes database:

Server: DE_WIL03/COGG/CSC
Directory: DE_WIL01\COGGInfo

NOTE: Upgrades to the Recognition Program database are scheduled for Summer 2002.



Fiscal Year 2003 AMIP

Last Name	MILLER	Employee Base Salary	\$102,781
First Name	BRIAN	Maximum Bonus Potential	25%
Title	MANAGER SR	Financial Weighting	100.00%
Employee #	211-54-1413	MBO Weighting	0.00%
Business Area	CEG	Proration by Eligible Months	12
Department		Cost Center	
Salary Grade	S06		

Financial Goals								
Measure	Description	FY03 Budget	FY03 Actual	Potential Weight %	Potential \$	% Achieved	Payout %	Actual Award \$
Revenue	TMG	3,038,897.00	2,834,720.00	18%	\$4,925	87%	74%	\$3,423
OI	TMG	233,234.00	207,894	18%	\$4,925	89%	78%	\$3,608
Margin (XX.X%)	TMG	7.70	7.90	18%	\$4,925	103%	108%	\$4,903
DSO	TMG	49.00	52	6%	\$1,642	84%	88%	\$1,567
ROI	TMG	6.60	5.70	10%	\$2,570	86%	72%	\$1,850
OI	ASD	116,745.00	132,074	10%	\$2,570	114%	102%	\$3,097
				0%	\$0			
				0%	\$0			
				0%	\$0			
EPS	EPS	2.76	2.66	20%	\$5,139	93%	82%	\$4,721

	Weight %	Total Potential Award	Total Actual Award
% of Potential Earned	\$	\$25,865	\$
	100.0%		98.5%
			\$23,768

Total Financial Goals

Miller
004

CSC Proprietary

Go Ahead, We're Listening



Fiscal Year 2003 AMIP

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BRIAN MILLER

MBQs

[illegible]

Total MBO Goals

Amount	Rationale
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Subjective Adjustment (\$+/-)

Total AMIP

Bonus Amount

% of Potential Earned

Employee Signature:

Manager Signature:

Miller

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Go Ahead, We're Listening

Gus Siekierka
/GIS/CSC

06/12/2003 11:53 AM

To: Russ Owen/GIS/CSC@CSC, Mary Jo Morris/GTS/CSC@CSC, Tony Doye/TMG/CSC@CSC

cc: Henry M Leidemer/GIS/CSC@CSC, K J Ramey/CEG/CSC@CSC, John N Walker/GIS/CSC@CSC

Subject: AMIP's for FY04

Russ, Mary Jo, Tony

I have spoken with each of you about the need to restructure the AMIP program for FY04 for budget reasons. I think you all agree that it would make sense to have common guidelines among GIS, GTS and TMG.

The restructuring would involve two changes to the program.

1. The level of eligibility would be raised to Directors and above, with Senior Managers being allowed to remain in the program on an exception basis.
Rationale for the change: The original intent of the program was an incentive for very senior staff who had significant roles, both in terms of P&L or cost responsibilities. Only Director level and above were once eligible. Over time, this has changed as a result of grandfathering of staff that joined CSC through outsourcing transitions and other factors. In other words, eligibility has dramatically increased and we can no longer afford the program as it is currently managed. Recognizing that there may be Senior Managers with significant P&L or cost responsibility, we would grandfather some limited number. In any case, a large number of Senior Managers and Managers would no longer be eligible for this incentive program.

2. The level of bonus potential would be changed and tied to level of responsibility, whether P&L in the case of TMG or cost/budget in the case of GIS. Rationale for the change: While some of our participants have their AMIP percent potential tied to level of their responsibility, many do not. There is inconsistency among accounts, lines of service, etc. We should correct this and establish some common metrics.

A suggested guideline by Marty Leidemer is:

- 10% AMIP based upon the requirement of either cost or P&L responsibility/accountability of \$25M
- 20% AMIP based upon the requirement of either cost or P&L responsibility/accountability of \$50M
- 30% AMIP based upon the requirement of either cost or P&L responsibility/accountability of \$75M
- 30% would be the Director maximum (when I last looked there were only 15 or so Directors in all three organizations combined that were over 30% anyway)

Right now we have a high percentage of Directors on 30% who do not have commensurate responsibilities so many of their AMIP's would be reduced in terms of target potential. We might want to cap the Senior Managers at 10% (they generally range from 10% to 20%).

Larry Dunn currently utilizes a range of 10% to 30% as well, but escalating in 5% increments rather than 10% increments depending upon P&L responsibility, topping out at 30% AMIP for \$50M and above for his AE's. He has both Director and Senior Manager level AE's in the program.

Kevin was also working on a redesign for Mary Jo that would significantly reduce the AMIP spend for FY04 for his organization by about 40% from FY03 level. By coincidence, the model that John Walker developed based on Marty's recommendation also yielded a 40% reduction. I realize that we need to make some commitments to Mike very soon and the 40% seems like a good number for budget planning.

These changes will make both our AMIP eligibility and AMIP target levels more closely in line with other CSC groups, and Federal Sector in particular. They have few staff below Director level in the program with 10%, 15%, and 20% as the most common targets for Directors, depending upon level of responsibility. Very few Directors have plans over 20%. In fact, we have had difficulties transferring management staff to Federal Sector as a result of the discrepancies between the two plans.

Finally, we are just talking about North America here as this would be difficult to do in places like Europe due to contractual and legal reasons.

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If you are in general agreement, I will proceed and work with John, Marty, Kathleen, Bill Bancroft, Kevin and a few others to get some more specifics to you in a proposal.

Regards

Gus

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----- Forwarded by John N Walker/GIS/CSC on 03/18/2005 11:49 AM -----

From: Gus Siekierka/GIS/CSC on 07/31/2003 03:41 PM

To: Russ Owen/GIS/CSC@CSC, William L Bancroft/GIS/CSC@CSC, Henry M Leidemer/GIS/CSC@CSC, Ken Shapazian/GIS/CSC@CSC, Harold Hickman/GIS/CSC@CSC, Gary M Hall/GIS/CSC@CSC, William S Buskirk/GIS/CSC@CSC, John D Butch/GIS/CSC@CSC, Timothy J Slusser/GIS/CSC@CSC, Larry H Sogolow/GIS/CSC@CSC, Thomas A Carpenito/TMG/CSC@CSC, Marwan R Shishakly/GIS/CSC@CSC, Chris A Helme/GIS/CSC@CSC, Chris J Steinbach/DEF/CSC@CSC

cc: Doc Stall/TMG/CSC@CSC, Becky Stewart/TMG/CSC@CSC, Ron E Springston/TMG/CSC@CSC, Angela D Silverstein/TMG/CSC@CSC, Jill A Mode/TMG/CSC@CSC, John Heim/TMG/CSC@CSC, Robyn Burke/TMG/CSC@CSC, John N Walker/GIS/CSC@CSC, Bill Gunn/TMG/CSC@CSC, Karen E Nash/TMG/CSC@CSC, Joseph N Mazzagatti/GIS/CSC@CSC, Betty L Calhoon/TMG/CSC@CSC, Van Athanas/TMG/CSC@CSC, James A. Styles/CORP/CSC@CSC, Dare Morgan/TMG/CSC@CSC, Denise Revello/CPA/CSC@CSC, Gregory Cyr/GIS/CSC@CSC, Marion D Bowman/CEG/CSC@CSC

Subject: FY04 AMIP/Incentives Redesign

This note is to inform you of the final results of the North American GIS FY04 AMIP redesign and the next steps needed to accomplish the communication of the program changes to all affected employees.

Background

The Annual Management Incentive Program (AMIP) was first introduced in 1985. The intent was to reward the most senior of our management, those who could influence the direction and performance of our business, for meeting and exceeding the year's business objectives and targets. As our company grew, the AMIP participation grew because we grandfathered outsourced staff into the program and used the program to offset some geographical labor market pressures. Now we are faced with many inconsistencies with AMIP: the program has become inconsistent with the original intent, scope and purpose, there are inconsistencies with eligibility and payout potential within and among TMG, GIS, and GTS and with other parts of CSC, and finally, the spend rate is inconsistent with our budget challenges. We have come to a point where it is appropriate and fiscally prudent to realign the AMIP to our business and financial climate.

AMIP Redesign

An examination of AMIP has resulted in a redesign that suits our business conditions most appropriately, meets the intent of the program and provides consistency with the factors stated above. Consequently, current participants at the Director (S07) level and below will be affected. The attached presentation provides the details of the changes for the FY04 program, including the number of people affected in the organization.

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FY04 AMIP Redesign GIS 7-03.

As an overview, Director (S07) level potential eligibility will be based on their annual cost budget as described in the guideline chart in the presentation, with a maximum potential of 30%. All non-Director titled S07's will be removed from the plan and will be eligible for a discretionary bonus of up to \$10K. Staff directors, those in HR, F&A, and new business support, will be assessed on an individual basis using the standard range of 10%-30%, depending on the scope of their role. All Senior Managers (S06), Managers (S05) and below will be removed from the plan. All those removed from the plan, as well as new Senior Managers and Managers, will be eligible for a yearly discretionary bonus of up to \$10K (Senior Managers) or up to \$5K (Managers and below). These new rules will be in effect for all of FY04. John Walker will send all of you a sample script and letter to give to affected employees. We recognize there will be additional changes during the course of the year in AMIP eligibility/potential due to promotions/reassignments. The process outlined in the justification section below must be followed.

Discretionary Bonus Program

The annual discretionary bonus program payout will be determined based on the individual achievement of KRA's (key result areas) in GPARS against year end evaluation. The advantage is that we can reward this level of staff based on KRA's (formerly known as MBO's or objectives) rather than financials which have previously constituted the majority of the award. Note that discretionary bonus awards will be subject to vice president approval, and will be consistent with our goal of rewarding those whose contributions significantly impact business results. Further the overall pool will be subject to review and approval from the Group President and will be based on fiscal year results.

Reward and Recognition Program

In addition, the cash reward component of the Reward and Recognition program (also known as spot bonuses) will be modified. Since management employees are eligible to receive cash awards under the annual discretionary bonus program, only non-management employees in S06 and S05 and all employees in S04 and below will be eligible to receive cash awards under the R&R program. Awards will be capped at \$4K (down from current cap of \$8K). Additional approvals will be required to ensure that if an employee is nominated for an award by management other than his/her own, that employee's management must also approve. The non-cash component (CSC company store items) will continue as usual.

Next Steps - Justification and Communication

First, each Vice President will need to work with their HR service delivery manager on the justification for each of their Director's AMIP, completing the form attached. These forms should be completed and forwarded to John Walker by August 15. Justifications will be reviewed by Group management for approval prior to communicating to the employees.



AMIP Justification Form..

Second, each person affected by the AMIP redesign needs to be spoken with about their individual circumstance, once you have received confirmation that their AMIP eligibility and level has been approved. The HR service delivery managers will work with their respective business unit Vice President to ensure that this is accomplished in a timely way, hopefully by the end of August. Since these changes are being implemented well into the fiscal year, it is very important that those employees understand the redesigned AMIP components and how it will affect them.

John will send all of you additional information including AMIP components and the respective weightings. We are both available to assist you in any way.

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Regards,
Gus

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AMIP ELIGIBILITY JUSTIFICATION FORM

EMPLOYEE NAME	<input type="text"/>	EMPLOYEE NO	<input type="text"/>
ROLE TITLE	<input type="text"/>	GRADE	<input type="text"/>
LINE OF SERVICE	<input type="text"/>	FRAMEWORK CODE	<input type="text"/>
CURRENT SALARY	<input type="text"/>	CURRENT AMIP %	<input type="text"/>
FINANCIAL SCOPE	<input type="text"/>		
EMPLOYEE SCOPE	<input type="text"/>		
JUSTIFICATION FOR AMIP ELIGIBILITY	<input type="text"/>		

RECOMMENDED AMIP % FOR FY04	<input type="text"/>		
RECOMMENDED BY	<input type="text"/>	TITLE	<input type="text"/>
DATE	<input type="text"/>		

Please leave blank - for completion by central team only

APPROVED BY (HR)	<input type="text"/>	TITLE	<input type="text"/>
APPROVED BY (FINANCE)	<input type="text"/>	TITLE	<input type="text"/>
ENTERED IN SALMAN BY	<input type="text"/>	DATE	<input type="text"/>

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CSC

FY04
AMIP/Incentives
Redesign
GIS North America

EXPERIENCE RESULTS

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Background

- The Annual Management Incentive Plan (AMIP) was first introduced in 1985
- It was intended for the most senior of our management staff
i.e. those who could influence the direction and performance of our business
- Since its inception, the program has grown in participation, due to :
 - Grandfathering of outsourced staff entitlements
 - Geographical market pressures
- The financial exposure on AMIP is now out of line with the original scope and purpose of the plan.

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Background (continued)

- Budget issues prevent sustaining current spend
- Inconsistencies exist within and among TMG, GIS and GTS who are managing different aspects of the same business/accounts
- Inconsistencies exist with rest of CSC, i.e. Federal Sector
- Difficulties defining P&L/cost budgets at lower management levels due to overlap and duplication among TMG, GIS and GTS

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GIS North America

- Current number in AMIP

Grade	Director title	Technical title	Total
S07	117	21	138
S06	161	36	197
S05 & below	53	44	97